

LAW OFFICES

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March 12, 1997

FILED
97 MAR 17 AM 9:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/18/97--01060--006
*****87.50 *****87.50

Attention: Filing - Articles of Dissolution

Re: MELBOURNE CONTRACTING COMPANY, INC.

Dear Sir:

Please find enclosed for filing Articles of Dissolution for the above-referenced company, together with our check in the amount of \$87.50 for filing fee and a certified copy.

Would you please return acknowledgment of the filing to this office.

If you have any questions, please contact the undersigned.

Very truly yours,



Shirley B. Saathoff, CLA

SBS
Encl.

VS MAR 20 1997

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ARTICLES OF DISSOLUTION
OF
MELBOURNE CONTRACTING COMPANY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the Corporation is MELBOURNE CONTRACTING COMPANY, INC., which was duly incorporated on February 15, 1988, by the State of Florida.

SECOND: The address of the principal office of the corporation is 6767 N. Wickham Road, Suite 400, Melbourne, FL 32940.

THIRD: The name, title and post office address of each of the officers of the Corporation are as follows:

President: GARY E. CARPANETO
6767 N. Wickham Rd.
Melbourne, FL 32940

Secretary/
Treasurer: GARY E. CARPANETO
6767 N. Wickham Rd.
Melbourne, FL 32940

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

GARY E. CARPANETO
6767 N. Wickham Rd.
Melbourne, FL 32940

FIFTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and recommended to the stockholders of the corporation.

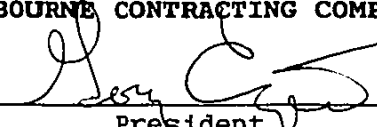
SIXTH: One hundred percent (100%) of the shares entitled to vote for dissolution approved dissolution by Written Consent of the shareholders dated December 26, 1996, said percentage being sufficient for approval of dissolution. A copy of the written consent is attached hereto as Exhibit "A" and incorporated herein by reference.

The undersigned President and Secretary certify under the penalties of perjury that to the best of knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 25 day of February, 1997.

MELBOURNE CONTRACTING COMPANY, INC.

By:


President

PRESIDENT

Gary Carpaneto

Attest:


Secretary

SECY.
(SEAL)

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS

MELBOURNE CONTRACTING COMPANY, INC.

PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT

The undersigned, being all of the stockholders and directors of the above-named corporation, hereby take the following actions by Written Consent in Lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the Corporation be liquidated effective December 26, 1996, in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, the Plan of Liquidation adopted by the corporation on the 25 day of February, 1997; and

FURTHER RESOLVED, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to take any and all actions necessary to effectuate the dissolution of the corporation effective December 26, 1996, including the following:

- (1) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (2) Transfer all of the assets of the Corporation if any, to the Stockholders of the Corporation;
- (3) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (4) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets; and
- (5) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors; and

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: Feb 25 1997

A handwritten signature in dark ink, appearing to read "Gary E. Carpaneto", written over a horizontal line.

Gary E. Carpaneto, Sole
Shareholder & Director